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IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE EASTERN DISTRICT OF VIRGINIA  
 RICHMOND DIVISION

- - - - -	X	
In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., <u>et</u>	:	Case No. 08-35653 (KRH)
<u>al.</u> ,	:	
	:	
Debtors.	:	Jointly Administered
- - - - -	X	

**STIPULATION AND CONSENT ORDER REGARDING FILING  
 OF PROOFS OF CLAIM BY PENSION BENEFIT GUARANTY CORPORATION**

Circuit City Stores, Inc. and the above-referenced  
 debtors and debtors in possession jointly administered under  
 Case No. 08-35653 (collectively, the "Debtors")<sup>1</sup> and the

<sup>1</sup> The Debtors and the last four digits of their respective taxpayer  
 identification numbers are as follows: Circuit City Stores, Inc.  
 (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc.

Pension Benefit Guaranty Corporation ("PBGC") have agreed that each proof of claim filed by PBGC in Case No. 08-35653 will be deemed to be filed separately in each of the Debtors' cases, for the reasons and on the terms and conditions set forth below:

RECITALS

A. On November 10, 2008, the Debtors filed voluntary petitions under Chapter 11. Pursuant to an order of the Court signed on November 10, 2008, the Debtors' Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered under Case No. 08-35653.

B. By Order dated December 11, 2008, the Court set the general bar date for filing claims as 5:00 pm (Pacific Standard Time) on January 30, 2009.

C. The PBGC is a United States government corporation that administers the defined benefit pension plan termination insurance program under Title IV of the

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(0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

Employee Retirement Income Security Act of 1974 ("ERISA"), 29 U.S.C. §§ 1301-1461. The PBGC asserts that each of the Debtors is either a sponsor or a controlled group member of a sponsor of the Retirement Plan of Circuit City Stores, Inc. (Plan No. 002), a pension plan covered by Title IV of ERISA (the "Pension Plan").

D. The PBGC intends to assert three separate claims against each of the 18 Debtors jointly and severally, for alleged liability to the Pension Plan and to the PBGC under 26 U.S.C. § 412, 29 U.S.C. §§ 1082(c)(11), 1306(a)(7), 1307(e)(12), 1362(a), (b) and (c), approximately 54 separate proofs of claim. Such filing would constitute a significant and unnecessary administrative burden on the Debtors, the PBGC, the Court and the Debtors' claims agent.

IT IS HEREBY STIPULATED AND ORDERED AS FOLLOWS:

1. Notwithstanding any provision of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, local bankruptcy rules, or any Order of the Court, each proof of claim filed by the PBGC (whether on its own behalf or on behalf of the Pension Plan) in Chapter 11 Case No. 08-35653 shall, at the time of its filing, be deemed filed not only in that case, but also in each of the other Debtors' Chapter 11 cases.

2. This Stipulation is intended solely for the purpose of administrative convenience and does not affect any substantive rights of the parties. Except to the extent expressly agreed herein, this agreement shall not be deemed to constitute an agreement or admission as to the validity of any claims and shall not affect the substantive rights of any of the Debtors, PBGC or any party in interest with respect to the allowance, amount or priority of the PBGC's claims or with respect to any objection, defense, offset or counterclaim related to PBGC's claims. The Debtors reserve their rights to contest any claims asserted hereunder and nothing herein shall impair or otherwise restrict the ability of the Debtors or any other party in interest to object to, or otherwise challenge, claims set forth in any claim asserted under this stipulation.

3. The Court shall retain jurisdiction over all matters or disputes concerning this Stipulation and Order.

4. This Stipulation may be executed in any number of counterparts, each of which when so executed and delivered shall be an original, but all of which together shall constitute one and the same document.

5. The provisions of paragraphs 1 and 2 of this Stipulation and Order shall apply to any amendment that

PBGC may make with respect to any proof of claim filed by  
PBGC.

Dated: Richmond, Virginia  
January \_\_, 2009

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UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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Attorneys for the Pension Benefit Guaranty Corporation

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

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